

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2973

1426
14863-EE
14863-FF

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

JUL 28 1988 10:15 AM

RECORDATION NO.

14863-EE
FILED 1425

JUL 28 1988 12-15 AM

July 28 1988
RECORDATION NO. 14863-FF
FILED 1425

No. 8-210A011

JUL 28 1988

Date

Fee \$ 26.00

ICC Washington, D. C.

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of 1) a Supplement No. 15, dated as of July 27, 1988, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985, between ACF Industries, Incorporated, Debtor, and Fleet National Bank, Individually and as Agent (the "Loan Agreement") and 2) a Supplement No. 15, dated as of July 27, 1988, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, between ACF Industries, Incorporated, Assignor, to Fleet National Bank, as Agent (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which were duly filed and recorded at 12:10 p.m. on December 16, 1985 and assigned Recordation Numbers 14863 and 14863-A, respectively.

The names and addresses of the parties to the enclosed documents are:

Mortgagor/
Assignor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Mortgagee/
Assignee: Fleet National Bank, Individually
and as Agent
111 Westminster Street
Providence, Rhode Island 02903

Counterpart - CT. Kappler

100 OFFICE OF
THE SECRETARY
JUL 28 10 08 AM '88
MOTOR OPERATOR UNIT

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
July 28, 1988
Page Two

A description of the railroad equipment covered by the enclosed documents is set forth in Exhibit A attached to this letter and made a part hereof.

The undersigned is agent for the Mortgagor/Assignor named above for the purpose of submitting the enclosed documents for filing and recordation.

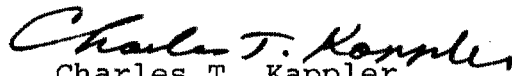
Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$26 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement No. 15 dated as of July 27, 1988, to Schedule B Annexed to Bridge Loan, Chattel Mortgage and Security Agreement, dated December 13, 1985; and Supplement No. 15, dated as of July 27, 1988, to Schedule I Annexed to Assignment of Leases, dated as of December 13, 1985, covering the deletion of 245 railcars.

Very truly yours,


Charles T. Kappler

Enclosures

EXHIBIT ASCHEDULE I

<u>CAR NUMBERS</u>	<u>QUANTITY</u>	<u>COST</u>	<u>AAR DESIG.</u>
41128 - 41132	5	\$ 222,820	C214
64811 - 64881	85	3,893,340	"
64883 - 64884			
64887 - 64898			
65229 - 65238	50	2,404,350	"
65240 - 65247			
65250 - 65255			
65258 - 65259			
65261 - 65265			
65267 - 65272			
65274 - 65277			
65281			
65284 - 65287			
65290			
65293			
65295 - 65296			
65339 - 65350	12	578,280	"
72334 - 72353	20	1,108,220	T055
72562 - 72577	16	1,039,408	T104
72451 - 72458	8	347,600	T105
72494	9	352,590	"
72498 - 72505			
72512 - 72513	2	81,077	"
72331	1	43,297	T107
72147 - 72162	26	1,169,620	T108
72256 - 72257			
72260 - 72262			
72264 - 72268			
72281	1	44,986	"
77357 - 77360	4	214,489	T426
77347 - 77352	6	318,482	T564
Total	245	\$11,818,559	

INTERSTATE COMMERCE COMMISSION

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JUL 28 1988 10:15 AM

14863-EE

RECORDATION NO. 148636E Filed 1425

**SUPPLEMENT TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT**

**SUPPLEMENT NO. 15
TO
SCHEDULE B
ANNEXED TO BRIDGE LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT
DATED DECEMBER 13, 1985
BETWEEN
ACF INDUSTRIES, INCORPORATED
("DEBTOR")
AND
FLEET NATIONAL BANK, INDIVIDUALLY AND AS AGENT ("AGENT")**

WHEREAS, Debtor and the Agent entered into a certain Bridge Loan, Chattel Mortgage and Security Agreement dated December 13, 1985 (as heretofore amended, modified or supplemented, the "Loan Agreement") pursuant to which the Banks (as defined therein) agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Banks to make or maintain the Loans that Debtor shall execute and deliver to the Agent this Supplement to Bridge Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Schedule B to the Loan Agreement is hereby amended by deleting therefrom the following described Collateral (as defined in the Loan Agreement), which Collateral

is hereby released from the liens and encumbrances created under and pursuant to the Loan Agreement:

See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 27th day of July, 1988.

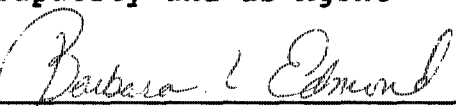
ACF INDUSTRIES, INCORPORATED

By


Name: Robert J. Mitchell
Title: Treasurer

FLEET NATIONAL BANK, in its individual capacity and as Agent

By


Name:
Title:

By


Name: Nathan A. Lucas
Title: VP

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

ON THIS 21st DAY OF July, 1988, before me personally came Robert J. Mitchell, to me known, who being to me duly sworn, did depose and say that he resides at 108 Hewlett Avenue, Merick, New York 11566, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Kathleen M. Finn

KATHLEEN M. FINN
Notary Public, State of New York
No. 30-4800603
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires March 30, 1985

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 21st day of July, 1988, before me personally came Barbara L. Edmond, to me known, who being to me duly sworn, did depose and say that she resides at 3 HAWAN ROAD OLD BETHPAGE, NY 11804, that she is a Vice President of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that she signed her name thereto by order of the board of directors of said bank.

Lorraine S. Malinauskas

LORRAINE S. MALINAUSKAS
Notary Public, State of New York
No. 31-4004135
Qualified in New York County
Commission Expires June 30, 1990

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 21 day of July, 1988, before me personally came Jonathan H. Hargrove to me known, who being to me duly sworn, did depose and say that he resides at 95 Park Dr Mt Kisco NY, that he is a VP of FLEET NATIONAL BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.

Lorraine S. Malinauskas

LORRAINE S. MALINAUSKAS
Notary Public, State of New York
No. 31-4004135
Qualified in New York County
Commission Expires June 30, 1990

SCHEDULE I

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